

# EXHIBIT

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 18, 2011**

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**ATHEROS COMMUNICATIONS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-50534**  
(Commission  
File Number)

**77-0485570**  
(IRS Employer  
Identification No.)

**1700 Technology Drive, San Jose, California 95110**  
(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code: (408) 773-5200**

**Not Applicable**

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On March 18, 2011, Atheros Communications, Inc. (the “Company”) reconvened the special meeting of its stockholders (the “Special Meeting”) at which stockholders approved a proposal to adopt the Agreement and Plan of Merger dated as of January 5, 2011 (the “Merger Agreement”), by and among the Company, Qualcomm Incorporated (“Qualcomm”) and T Merger Sub, Inc., a wholly owned subsidiary of Qualcomm (“Merger Sub”), pursuant to which Merger Sub will be merged with and into the Company, with the Company continuing as the surviving corporation and a wholly owned subsidiary of Qualcomm. Of the 73,023,627 shares of the Company’s common stock issued and outstanding as of the record date for the Special Meeting, 54,510,618 shares, or approximately 74.6% of the outstanding common stock, were voted in favor of the adoption of the Merger Agreement, 158,731 shares, or approximately 0.2% of the outstanding common stock, were voted against the adoption of the Merger Agreement, and 9,532 shares, or approximately 0.01% of the outstanding common stock, abstained from voting on this proposal.

**Item 8.01 Other Events.**

On March 18, 2011, the Company issued a press release announcing that the stockholders of the Company approved the proposal to adopt the Merger Agreement at the Special Meeting. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

<u>Number</u>	<u>Title</u>
99.1	Press Release dated March 18, 2011.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: March 18, 2011

**ATHEROS COMMUNICATIONS, INC.**

By: /s/ Jack Lazar

Jack Lazar

Chief Financial Officer and

Senior Vice President of Corporate Development

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**EXHIBIT INDEX**

<b>Number</b>	<b>Title</b>
99.1	Press Release dated March 18, 2011.

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EX-99.1 2 dex991.htm PRESS RELEASE

Exhibit 99.1

**NEWS RELEASE****Editorial Contact:**

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**Atheros Communications' Stockholders Approve Merger Agreement with Qualcomm**

**SAN JOSE, Calif. — March 18, 2011** — Atheros Communications, Inc. (NASDAQ: ATHR), a global leader in innovative technologies for wireless and wired communications, announced today that at a special meeting of Atheros stockholders held on March 18, 2011, its stockholders approved the adoption of the merger agreement among Atheros, Qualcomm Incorporated and T Merger Sub, Inc., pursuant to which Atheros would be acquired by Qualcomm for \$45.00 per share in cash.

Of the 73,023,627 shares of Atheros common stock outstanding as of the record date for the special meeting, 54,678,881 shares, or approximately 74.9% of Atheros' outstanding common stock, were represented at the special meeting in person or by proxy. An aggregate of 54,510,618 shares, or approximately 74.6% of Atheros' outstanding common stock, were voted in favor of the adoption of the merger agreement.

The completion of the merger remains subject to the satisfaction of certain closing conditions, including the receipt of foreign regulatory approvals, and Atheros and Qualcomm continue to expect that the merger will close in the first half of 2011.

**About Atheros**

Atheros Communications delivers innovative technologies for wireless and wired communications. Its mission is to invent technologies that connect and empower people in ways that are elegant and accessible to all. Building upon its broad expertise in RF and mixed signal semiconductor design, Atheros' portfolio includes a wide variety of connectivity solutions that are used by many of the world's leading networking equipment, computing and consumer device manufacturers. Headquartered in San Jose, California, Atheros has a significant and growing presence in Asia and Europe to serve its global customer base. For more information, visit [www.atheros.com](http://www.atheros.com).

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This press release contains “forward-looking statements,” as defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, that are based on Atheros’ current expectations, assumptions, beliefs, estimates and projections about our company. The forward-looking statements are subject to various risks and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as “anticipate,” “believe,” “estimate,” “expect,” “forecast,” “intend,” “plan,” “project,” “should” and similar expressions. Factors that may affect those forward-looking statements include, among other things: uncertainties as to the timing of the closing of the acquisition; the possibility that various closing conditions for the acquisition may not be satisfied or waived; the outcome of any legal proceedings challenging the proposed merger; general economic and business conditions; and other factors. We caution you that reliance on any forward-looking statement involves risks and uncertainties, and that although we believe that the assumptions on which our forward-looking statements are based are reasonable, any of those assumptions could prove to be inaccurate, and as a result, the forward-looking statements based on those assumptions could be incorrect. In light of these and other uncertainties, you should not conclude that we will necessarily achieve any plans and objectives or projected financial results referred to in any of the forward-looking statements. Atheros assumes no obligation to update the information in this press release in light of new information or future events, except as required by law.